

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
NORTHERN DIVISION**

In re:)
)
North Alabama Science Center, Inc.,) CASE NO.: 14-83200-JAC-11
d/b/a Sci-Quest Hands-On Science Center)
EIN: xx-xxx2874)
)
Debtor.) CHAPTER 11
)

**APPLICATION BY DEBTOR-IN-POSSESSION
TO EMPLOY CHAPTER 11 ATTORNEYS**

COMES NOW North Alabama Science Center, Inc., as Chapter 11 Debtor-in-possession ("Debtor"), in compliance with 11 U.S.C. Section 327 and Bankruptcy Rules 2014 and 5002, and respectfully represents:

Background

1. On November 20, 2014 (the "Commencement Date"), the Debtor commenced with this Court a voluntary case under Chapter 11 of Title 11, United States Code (the "Bankruptcy Code"). The Debtor continues to be authorized to operate the business as Debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

Jurisdiction

2. This Court has subject matter jurisdiction to consider and determine this motion pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

The Debtor's Business

3. The Debtor is a non-profit children's science center in Madison County, Alabama. The Debtor's activities include an Early Childhood Program reaching kids from 2 – 5 years of age (Sprouting Scientists), a Robotics Program for middle school students and high school programs reaching through 12th grade students, which include computer programming, modeling and simulation. The Debtor has also initiated Career Quest and Expanding Your Horizons Programs, and Outreach programs to reach a 23-county area throughout North Alabama and South Central Tennessee.

Relief Requested

4. The Estate appears to be capable of reorganization, which the Debtor can best liquidate through the employment of attorneys to assist in drafting a disclosure statement and plan of reorganization, to file any motions and/or adversary proceeding complaints as may be necessary to the proper administration of the Estate during the Chapter 11 case, to represent the Estate in any resulting trial and the various hearings through confirmation and to prepare necessary orders and documents.

Retention of Professionals

5. In the opinion of the Debtor, employment of Tazewell T. Shepard, Kevin M. Morris and Tazewell T. Shepard, IV, as attorneys would be in the best interest of the Chapter 11 Estate because the creditors are from numerous places and would as a practical matter be unable to participate in the selection of an attorney for the Estate.

6. Tazewell T. Shepard, Kevin M. Morris and Tazewell T. Shepard, IV, are each a duly qualified attorney in and under the laws of the State of Alabama, duly admitted to practice before the courts of the State of Alabama, a "disinterested person" as that term is defined in Section 101(13) of the Bankruptcy Code and qualified to act as attorney in this case.

7. Tazewell T. Shepard, Kevin M. Morris and Tazewell T. Shepard, IV, are experienced and enjoy good reputations in the practice of civil law in Madison County as set out in the attached Exhibit "A." The hourly billing rate for Mr. Shepard is \$295.00, for Mr. Morris is \$275.00 and for Mr. Shepard, IV, is \$225.00.

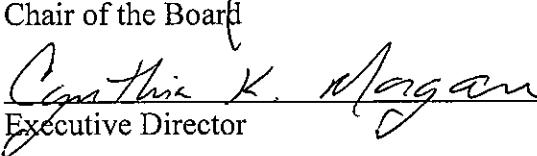
8. No agreement exists between any of these attorneys and any other person or entity whatsoever outside their law firm for the sharing of compensation or expenses in this case.

WHEREFORE, applicant prays to be authorized to employ Tazewell T. Shepard, Kevin M. Morris and Tazewell T. Shepard, IV, as attorneys in this case, and that it have such other and further relief as is just.

Respectfully submitted, this ^{21st} day of November, 2014.

NORTH ALABAMA SCIENCE CENTER, INC.


Chair of the Board


Cynthia K. Morgan
Executive Director

VERIFIED STATEMENT BY ATTORNEY

Pursuant to Bankruptcy Rule 2014(a), the undersigned hereby states to the Court that he and his law firm have no connection, financial or otherwise, with the Debtor, the Debtor's creditors or any other party in interest and that he knows of no conflict or potential conflict of interest with his proposed appointment as attorney for the Debtor-in-possession.

/s/ Tazewell T. Shepard

Tazewell T. Shepard

CERTIFICATE OF SERVICE

This is to certify that I have this day served the foregoing document upon the Debtor's twenty (20) largest unsecured creditors and Richard M. Blythe, Office of the Bankruptcy Administrator, by electronic service through the Court's CM/ECF system and/or by placing a copy of same in the United States Mail, postage pre-paid.

Respectfully submitted, this 21st day of November, 2014.

/s/ Tazewell T. Shepard

Tazewell T. Shepard